CollegeCounts Statement of Changes in Plan Net Assets For the Quarter Ended June 30, 2011 (Cash Basis – Unaudited)

Additions

Administrative Fee \$176,754.89

Investment Income

Interest and Dividends \$ 1,012.28

Total Additions \$177,767.17

Deductions

Administrative Expenses \$34,856.36

Total Deductions \$34,856.36

Change in Net Assets \$142,910.81

Net Assets \$1,465,305.30

Opportunity Enhancement Fund (Scholarship Fund)

Effective July 2011, the Administrative Fee received from Union Bank will be deposited into the CollegeCounts Scholarship Fund and split 50/50 between the following funds: PIMCO Total Return 529 Portfolio and the Target Fund 100.

Balance on 6-30-11 in the Scholarship Fund:

PIMCO Fund - \$847,704 Target Fund - \$1,642,797

Total: \$2,490,501